

HOPKINS & SUTTER

(A Partnership Including Professional Corporations)

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WITH OFFICES IN
CHICAGO • WASHINGTON DC • TROY

RECORDATION NO. 6517 FILED

MARY P. SCLAWY
Direct Line: 248.740.6602
Email: msclawy@hopsut.com

NOV 7 '97

4-07 PM

October 10, 1997

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination and Equipment Disposition, dated as of August 28, 1997. The Lease Agreement ("Lease") which has been terminated was dated February 28, 1972. The units which were covered by the Lease are flat cars, gondolas and wood chip cars, more specifically described on Schedule A, attached to this letter.

The Lease was recorded on March 13, 1972 and assigned recordation number 6517.

The parties to the Lease are:

Lessor: Canadian Acceptance Corporation Limited, predecessor in interest to Royal Bank of Canada and seller of the referenced equipment

Lessee : Canadian National Railway Company, purchaser of the referenced equipment

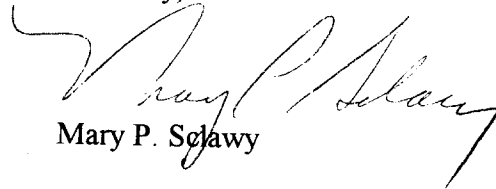
Enclosed is our check in the amount of \$24.

Please accept one counterpart of this document for filing, stamp the remaining

counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1220

Sincerely,



Mary P. Sclawy

C: John Lamont re CN 2-28-72 lease

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

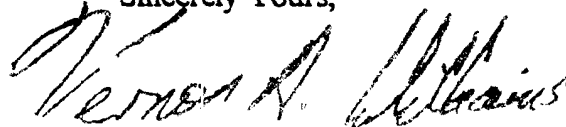
Mary P. Sclawy
Hopkins & Sutter
2800 Livernois, Ste. 220
Troy, Michigan 48083-1220

DATE: 11/7/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 11/7/97 at 4:07 PM, and
assigned recordation number(s). 6517- Q.

Sincerely Yours,

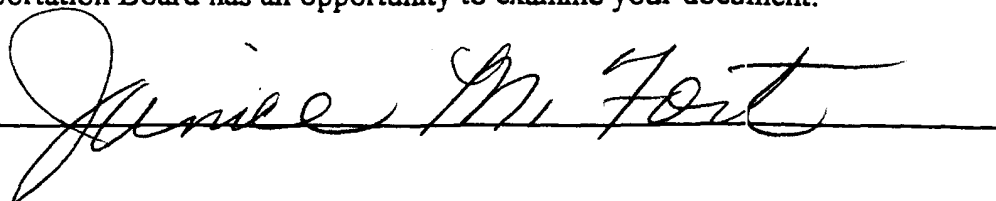


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



NOV 7 '97

4-07 PM

**MEMORANDUM OF LEASE TERMINATION AND
EQUIPMENT DISPOSITION** dated as of August 28,
1997 between **Royal Bank of Canada** and **Canadian
National Railway Company**.

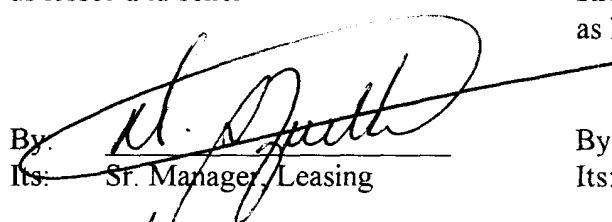
WHEREAS, Canadian Acceptance Corporation Limited (predecessor-in-interest to **Royal Bank of Canada** ("Royal")) as lessor of i) certain bi-level flat cars (the "First Equipment Group") and ii) certain container flat cars, gondola cars & wood chip cars (the "Second Equipment Group"), all such cars being more particularly described in Exhibit A hereto and made a part hereof, under that certain Lease of Railroad Equipment dated as of February 28, 1972, as amended and supplemented from time to time, (the "Lease") with **Canadian National Railway Company** ("CN") as lessee.

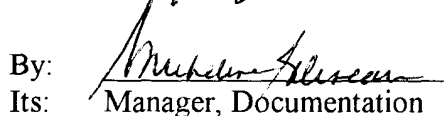
IN WITNESS WHEREOF, the parties wish to show for the public record that:

- 1) In respect of the First Equipment Group, a) the Lease was terminated by Royal & CN and b) such cars were sold, by Royal, to CN, both effective as of August 28, 1987;
- 2) In respect of the Second Equipment Group, c) the Lease was terminated by Royal & CN and d) such cars were sold, by Royal, to CN, both effective as of August 28, 1997;

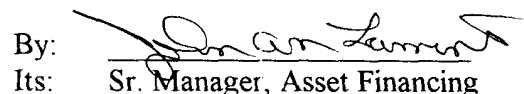
and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

ROYAL BANK OF CANADA,
as lessor and seller

By: 
Its: Sr. Manager, Leasing

By: 
Its: Manager, Documentation

**CANADIAN NATIONAL
RAILWAY COMPANY,**
as lessee and buyer

By: 
Its: Sr. Manager, Asset Financing

Note: On March 13, 1972, the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to Section 20c of the Interstate Commerce Act (now 49 U.S.C. S11301) in the recordation number sequence 6517; and

On March 10, 1972, the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

EXHIBIT A

	Quantity	Car Identification Numbers & Reporting Marks (Inclusive)
<u>First Equipment Group</u>		
70 Ton Bi-level Flat Cars	75	CN 710500 to 710574
70 Ton Bi-level Flat Cars	75	CN 710575 to 710649
<u>Second Equipment Group</u>		
4 Container Flat Cars	100	CN 639527 to 639626
100 Ton Drop End Gondola Cars	300	CN 157000 to 157299
Wood Chip Cars [see Note below]	125	CN 880600 to 880724

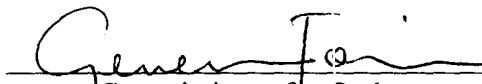
Note: CN 880666 restencilled to CN 880400; and
CN 880684 restencilled to CN 880401.

Handwritten signature and initials in the bottom right corner of the page.

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

*In the matter of a Memorandum
dated as of August 28, 1997.*

On this 5th day of September, 1997, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing memorandum was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.


Commissioner for Oaths

My commission expires: 31/03/98

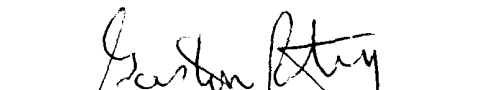
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[Seal]

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

*In the matter of a Memorandum
dated as of August 28, 1997.*

On this 12th day of September, 1997, before me personally appeared Michel Choquette and Micheline Béliveau, to me personally known, who, being by me duly sworn, says that he / she is Sr. Manager Leasing & Mgr. Documentation of Royal Bank of Canada, that the foregoing memorandum was signed on behalf of said bank by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing memorandum was the free act and deed of said bank.


Commissioner for Oaths

My commission expires: 98/8/28

[Seal]

